

12-30-2005

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Metals USA Building Products, L.P.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☒ Limited Partnership
☐ Corporation-State
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: November 30, 2005

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.

Internal

Address:

Street Address: 335 Madison Avenue

City: New York State: NY Zip: 10017

- ☐ Individual(s) citizenship
☒ Association National Banking Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See attached

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 15th Street, NW

Suite 920

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

28

7. Total fee (37 CFR 3.41).....\$

- ☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Leah F. Baskin

Name of Person Signing

Signature

December 27, 2005

Date

12

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

12/29/2005 DBYRNE 00000140 2451306

01 FC:8521
 02 FC:8522
 03 FC:8523

40.00 DP
 675.00 DP
 120.00 DP

TRADEMARK
 REEL: 003221 FRAME: 0481

**SCHEDULE I TO TRADEMARK SECURITY AGREEMENT
METALS USA – ACTIVE TRADEMARK STATUS CHART**

Mark	Owner	Country	Filing Date	Serial No.	Registration Date	Registration No.	Class/Goods	Next Action Due Date	Next Action Summary
A ALLMET and Design	Metals USA Building Products, L.P.	U.S.	03/12/1998	75/448,747	05/15/2001	2,451,306	Class 6 – Metal patio building products, namely, awnings, canopies, area shelters, room enclosures, carports, door hoods, store front marquees, patio covers, walkway covers, sunscreens, beams and columns.	05/15/2006-05/15/2007	Section 8 & 15 Declaration
ALLMET	Metals USA Building Products, L.P.	U.S.	01/16/1998	75/419,591	01/30/2001	2,425,483	Class 6 – Metal patio building products, namely, awnings, canopies, area shelters, room enclosures, carports, door hoods, store front marquees, patio covers, walkway covers, sunscreens, beams and columns.	01/30/2006-01/30/2007	Section 8 & 15 Declaration
ALUMA-LATTICE	Metals USA Building Products, L.P.	U.S.	03/20/1995	74/652,674	09/24/1996	2,002,399	Class 6 – Metal patio covers in the nature of lattice.	09/24/2006	Renewal application
APOLLO	Metals USA Building Products, L.P.	U.S.	10/30/2001	76/331,884	03/09/2004	2,820,645	Class 6 – Awnings, canopies and patio covers, and parts therefor and hardware and accessories therefor.	03/09/2009-03/09/2010	Section 8 & 15 Declaration
ATLAS	Metals USA Building Products, L.P.	U.S.	04/14/2000	76/026,314	11/09/2004	2,901,904	Class 6 – Metal roofing panels used as an overhead canopy system, namely, for use as a car port cover and/or patio cover.	11/09/2009-11/09/2010	Section 8 & 15 Declaration
AURORA	Metals USA Building Products, L.P.	U.S.	02/11/1983	73/413,276	04/24/1984	1,274,776	Class 6 – Aluminum products, namely, awnings, canopies and patio covers, and parts therefor and hardware and accessories therefor, sold as a unit.	04/24/2013-04/24/2014	Renewal application
CATALINA	Metals USA Building Products, L.P.	U.S.	06/17/1991	74/176,412	11/02/1993	1,802,546	Class 6 – Metallic modular components for the construction of screen rooms, namely, metal extrusions and wire mesh screens.	11/02/2012-11/02/2013	Renewal application

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DAYSTAR	Metals USA Building Products, L.P.	U.S.	04/16/1993	74/380,781	10/25/1994	1,859,445	Class 6 - Metallic modular components for the construction of screen rooms, namely, metal extrusions and insulated panels comprising metal sheets with insulating material between the sheets. Class 19 - Non-metallic components for the construction of patio rooms, namely, glass window and door panels, insulated wall panels comprising wooden sheets with insulating polymeric material between the sheets and insulated roof panels comprising primarily polymeric insulating material.	10/25/2013-10/25/2014	Renewal application
DIPLOMAT	Metals USA Building Products, L.P.	U.S.	11/17/2003	76/560,367	09/14/2004	2,884,014	Class 6 - Stone-coated steel roofing shingles.	09/14/2009-09/14/2010	Section 8 & 15 Declaration
EZ LOK PANEL	Metals USA Building Products, L.P.	U.S.	02/10/1997	75/328,877	01/05/1999	2,215,749	Class 6 - Inter-locking structural and non-structural insulated and non-insulated, metal panels used for the construction of walls, roofs and ceilings.	01/05/2008 - 01/05/2009	Renewal application
GERARD	Metals USA Building Products, L.P.	U.S.	11/09/1978	73/192,688	12/01/1981	1,179,797	Class 6 - Metal roofing tiles.	12/01/2010-12/01/2011	Renewal application
GERARD	Metals USA Building Products, L.P.	Canada	04/02/1986	560,039	02/12/1988	337,101	Class 19 - Roofing materials, namely, roofing tiles.	02/12/2012	Renewal application

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GERARD	Metals USA Building Products, L.P.	Canada	04/02/1986	560,041	12/26/1986	322,262	Class 37 - Construction, maintenance and repair of roofing tiles and tiled roofs, and advisory services in the selection roofing materials, and in the construction, repair and maintenance of roofing tiles and tiled roofs.	12/26/2016	Renewal application.
GERARD and Design	Metals USA Building Products, L.P.	U.S.	10/30/2001	76/331,885	06/25/2002	2,585,365	Class 6 - Metal roofing tiles.	06/25/2007-06/25/2008	Section 8 & 15 Declaration
GUARDIAN SHINGLE and Design	Metals USA Building Products, L.P.	U.S.	12/13/1999	75/869,947	03/09/2004	2,821,440	Class 6 - Metal roofing tiles.	03/09/2009-03/09/2010	Section 8 & 15 Declaration
PANEL-VIEW	Metals USA Building Products, L.P.	U.S.	06/01/1978	172,754	10/07/1980	1,140,214	Class 6 - Aluminum products, namely, window awnings; skirting for mobile homes; shutters; trim fascia.	10/07/2009-10/07/2010	Renewal application.
PARAGON	Metals USA Building Products, L.P.	U.S.	01/13/1995	74/621,089	08/20/1996	1,994,620	Class 6 - Metal modular components for the construction of patio rooms, namely, metal extrusions in the form of sheets, bars, rods and tubes, and insulated wall and ceiling panels comprising metal sheets with insulating material between the sheets.	08/20/2005-08/20/2006	Renewal application
PATTI PORT (Stylized)	Metals USA Building Products, L.P.	U.S.	11/25/1955	71/698,905	01/14/1958	656,987	Class 19 - Carport and patio.	01/14/2007-01/14/2008	Renewal application.

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PLYALUM	Metals USA Building Products, L.P.	U.S.	11/13/2003	76/563,016			Class 6 - Metal roofing panels. Class 19 - Non-metal roofing panels, namely, roofing panels made of wood and foam		Awaiting certificate of registration.
SHA-DALL	Metals USA Building Products, L.P.	U.S.	11/13/1986	630,183	12/29/1987	1,470,419	Class 6 - Aluminum awnings, carports, and patio covers and enclosures.	12/29/2007	Renewal application.
SOLAR III	Metals USA Building Products, L.P.	U.S.	03/31/1997	75/266,590	06/16/1998	2,165,567	Class 6 - Metal roof systems comprising roofing panels for patio enclosures.	06/16/2007-06/16/2008	Renewal application
SPECTRUM	Metals USA Building Products, L.P.	U.S.	11/21/1997	75/394,690	09/21/1999	2,278,850	Class 19 - Modular components for construction of patio rooms in the form of kits comprising metal extrusions; metal panels comprised of metal sheets and insulating material; and glazing inserts.	09/21/2005	Section 8 & 15 Declaration (Deadline)
STARLIGHT	Metals USA Building Products, L.P.	U.S.	09/19/1991	74/204,750	11/09/1993	1,803,742	Class 19 - Primarily non-metallic prefabricated patio rooms constructed of modular components, such modular components being insulated wall panels comprising wooden sheets with insulating polymeric material between the sheets, insulated roof panels comprising metallic sheets with insulating polymeric material between the sheets, and metallic beams for supporting the wall panels and the roof panels.	11/09/2012-11/09/2103	Renewal application.

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SUNDANCE	Metals USA Building Products, L.P.	U.S.	06/04/1993	74/399,402	05/03/1994	1,833,647	Class 6 – Extruded metal patio room components, namely, metal support beams for floors, walls, and roofs.	05/03/2013-05/03/2014	Renewal application.
SUNQUEST	Metals USA Building Products, L.P.	U.S.	01/13/1995	74/621,090	01/02/1996	1,945,586	Class 6 – Metal modular components for the construction of patio rooms, namely, metal extrusions in the form of sheets, beams, door frames and window frames; and insulated wall, ceiling, floor and roof panels comprising metal sheets with insulating material between the sheets. Class 19 – Non-metallic components for the construction of patio rooms, namely, glass panels and glass panes; insulated wall panels comprising wooden sheets with insulating polymeric material between the sheets; and non-metallic insulated roof panels.	01/02/2006	Renewal application. (Deadline)
TAI	Metals USA Building Products, L.P.	U.S.			6/22/1998	2,422,541	Wholesale distributorship and retail services featuring roll formed steel aluminum, extruded aluminum, steel and aluminum siding for commercial, institutional, and industrial users, metal goods, namely awnings, walkway covers, roof and architectural panels, marquee covers, support columns, enclosures, mansards, carports, skirting, windows and doors.		

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Mark	Owner	Country	Filing Date	Serial No.	Registration Date	Registration No.	Class/Goods	Next Action Due Date	Next Action Summary
TAI	Metals USA Building Products, L.P.	U.S.			4/18/2000	2,342,404	Roll formed steel and aluminum; extruded aluminum; steel and aluminum siding for commercial, institutional, and industrial uses; and metal goods, namely, awnings, walkway covers, roof and architectural panels, marquee covers, support columns, enclosures, mansards, carports, skirting, windows and doors.		
"THE WESTERN ROOM"	Metals USA Building Products, L.P.	U.S.	10/20/1971	72/405,615	10/16/1973	970,513	Class 6 - Aluminum patio enclosure.	10/16/2012-10/16/2013	Renewal application.
ULTRA-LATTICE	Metals USA Building Products, L.P.	U.S.	06/27/1996	75/126,249	11/07/2000	2,402,279	Class 6 - Metal lattices.	11/07/2006	Section 8 & 15 Declaration (Deadline)
ULTRA-RAIL	Metals USA Building Products, L.P.	U.S.	04/14/2000	76/026,004	11/06/2001	2,503,727	Class 6 - Aluminum railings or pickets with plastic or glass for use as decorative railing systems.	11/06/2006-11/06/2007	Section 8 & 15 Declaration

TRADEMARK SECURITY AGREEMENT, dated as of November 30, 2005, among METALS USA BUILDING PRODUCTS, L.P. (the "**Borrower**") and BANK OF AMERICA, N.A., as collateral agent (in such capacity, the "**Collateral Agent**").

Reference is made to that certain Loan and Security Agreement, dated as of November 30, 2005 (as the same may be amended, restated, or otherwise modified from time to time, the "**Credit Agreement**"), among Flag Intermediate Holdings Corporation, a Delaware corporation, Flag Acquisition Corporation, a Delaware corporation, which was merged with and into Metals USA, Inc., a Delaware corporation, each Subsidiary of Metals USA, Inc. party thereto, the lenders from time to time party thereto ("**Lenders**") and Credit Suisse, as administrative agent (in such capacity, the "**Administrative Agent**") and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Borrower will derive substantial benefits from the extension of credit pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Credit Agreement. The rules of construction specified in Section 1.3 of the Credit Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, the Borrower, pursuant to the Credit Agreement, did and hereby does grant to the Collateral Agent, its permitted successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by it or in which it now has or at any time in the future may acquire any right, title or interest, other than Excluded Assets (collectively, the "**Trademark Collateral**"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "**Trademarks**");

(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. Credit Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Credit Agreement. The Borrower hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Credit Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Credit Agreement, the terms of the Credit Agreement shall govern.

SECTION 4. Intercreditor Agreement. REFERENCE IS MADE TO THE LIEN SUBORDINATION AND INTERCREDITOR AGREEMENT DATED AS OF NOVEMBER 30, 2005, AMONG BANK OF AMERICA, N.A., AS COLLATERAL AGENT FOR THE REVOLVING FACILITY SECURED PARTIES REFERRED TO THEREIN; WELLS FARGO BANK, N.A., AS TRUSTEE; WELLS FARGO BANK, N.A., AS NOTEHOLDER COLLATERAL AGENT; FLAG INTERMEDIATE HOLDINGS CORPORATION; FLAG ACQUISITION CORPORATION; AND THE SUBSIDIARIES OF METALS USA, INC. NAMED THEREIN (THE "INTERCREDITOR AGREEMENT"). NOTWITHSTANDING ANY OTHER PROVISION CONTAINED HEREIN, THIS AGREEMENT, THE LIENS CREATED HEREBY AND THE RIGHTS, REMEDIES, DUTIES AND OBLIGATIONS PROVIDED FOR HEREIN ARE SUBJECT IN ALL RESPECTS TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT AND, TO THE EXTENT PROVIDED THEREIN, THE APPLICABLE SENIOR SECURED OBLIGATIONS SECURITY DOCUMENTS (AS DEFINED IN THE INTERCREDITOR AGREEMENT). IN THE EVENT OF ANY CONFLICT OR INCONSISTENCY BETWEEN THE PROVISIONS OF THIS AGREEMENT AND THE INTERCREDITOR AGREEMENT, THE PROVISIONS OF THE INTERCREDITOR AGREEMENT SHALL CONTROL.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

METALS USA BUILDING PRODUCTS,
L.P.,

By: Allmet GP, Inc., its General Partner

by

Keith Koci
Name: Keith Koci

Title: Treasurer

BANK OF AMERICA, N.A., as Collateral
Agent,

by

Name:

Title:

Signature page to the Trademark Security Agreement

[[2556782]]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

METALS USA BUILDING PRODUCTS,
L.P.,

By: Allmet GP, Inc., its General Partner

by

Name:

Title:

BANK OF AMERICA, N.A., as Collateral
Agent,

by



Name:

Title:

RICHARD LEVENSON
SVP

Signature page to the Trademark Security Agreement

[[2566792]]

Schedule I

Attached

[[2556782]]